


North Bay Regional Health Centre  Centre régional de santé de North Bay	<b>Policy/Procedure</b>
<b>Title</b> Quorum	<b>Policy Number</b> ADM-BO-023
<b>Developer</b>  Governance Committee	<b>Category</b> Board
	<b>Issue Date</b> December 2014
	<b>Revision Date</b> May 5, 2021
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### 1.0 Scope of Policy/Procedure

- This policy is designed to support the Board of Directors in defining MEETING QUORUM, the minimum number of committee or Board members that must be present at a meeting in order to conduct business.
- If quorum is not reached then no motions may be passed at the meeting. Committee and Board Chairs need to be careful to ensure that quorum is reached for meetings.

### 2.0 Policy Statement

- As a general rule, the quorum for any committee or Board meeting is '50% of the voting members plus one. If the result is a fractional number, round down to get the quorum number'.
- Therefore, a committee with four (4) members with voting privileges  $(0.5 \times 4) + 1 = 3$  members present to have quorum. A committee with nine (9) members requires  $(0.5 \times 9) + 1 = 5.5$  rounded down to give five (5) members present to have quorum.

### 3.0 Procedure/Process

#### 3.1 Protocol and Special Cases:

- It is the responsibility of the Board Chair or the Committee Chair to determine the exact number of VOTING members CURRENTLY on the Board or the Committee. Consult the Terms of Reference for the Committee for the exact list of voting and non-voting members.
- The Chair of the Board or the Committee must then calculate the actual number of voting members that must be present in order to establish quorum, or use the table below.

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- The Board Chair is an ex-officio member of all Board Committees, and may or may not attend meetings of the Committee. If the Board Chair attends, then they are a voting member of the Committee, and the quorum number for the committee DOES NOT CHANGE, although the number of voting members required for quorum will change.
  - For example, a committee with five (5) voting members requires a quorum of three (3) voting members. If the Board Chair DOES NOT ATTEND, then the three (3) members are required from the voting member list of that Committee. If the Board Chair DOES ATTEND, then quorum is still three (3) and the BOARD CHAIR COUNTS AS ONE OF THESE VOTING MEMBERS, meaning that only two (2) from the voting member list of the Committee must also be present in order to reach quorum.
- This information may all be summarized in a table as follows:

Number of voting members excluding Board Chair	Quorum	Number of voting members required if Board Chair is present	Number of voting members required if Board Chair is not present.
3	2	1	2
4	3	2	3
5	3	2	3
6	4	3	4
7	4	3	4
8	5	4	5
9	5	4	5
10	6	5	6
11	6	5	6
12	7	6	7
13	7	6	7
14	8	7	8
15	8	7	8

- The quorum number may be higher or lower depending on the wishes of the Board and the Committee. All exceptions must be approved by the Governance Committee and the full Board.
- If a vacancy occurs on the Board and a Committee, the quorum number must be recalculated based on the remaining number of voting members, and followed until a replacement is appointed. The Governance Committee bears responsibility for ensuring that vacancies are filled as soon as is practical, and the Nomination Committee carries out the steps required to fill vacancies.

### 3.2 Policy Oversight

The Governance Committee is responsible for periodically reviewing and monitoring this policy.

### 4.0 Stakeholder Review

Committee Stakeholders	Month/Year Reviewed
Governance Committee	March 2021

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Board of Directors	April 2021
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**5.0 Approval**

<b>Signing Authority Signature</b>	<b>Date Signed</b>
Board Chair	May 4, 2021